

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. 548**

**DECLARATION OF DISINTERESTEDNESS OF SEAN A. GORDON  
IN SUPPORT OF EMPLOYMENT OF THOMPSON HINE LLP AS A  
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

Sean A. Gordon, declares and says:

1. I am a partner of the law firm Thompson Hine LLP which has offices at Two Alliance Center, 3560 Lenox Road Suite 1600, Atlanta, Georgia 30326-4266 and 3900 Key Center, 127 Public Square, Cleveland, OH 44114 (the “**Firm**”). The Firm is a legal services firm.

2. Big Lots, Inc. and certain of its affiliates (collectively, the “**Debtors**”), each of which is a debtor and debtor in possession in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), have requested that the Firm provide legal advice and other services to the Debtors in connection with a state court action commenced in the Court of Common Pleas of Franklin County, Ohio, captioned as *Corpus Christi Firefighters’ Retirement System v. Macellum Capital Management, et al.*, Case No. 21 CV 2695, currently pending appeal in the Court of Appeals of

---

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. DublinGranville Road, Columbus, OH 43081.

Ohio, Tenth Appellate District, captioned as *Corpus Christi Firefighters' Retirement System, Plaintiff-Appellant v. Macellum Capital Management, et al., Defendant-Appellee*, Appeals Case No. 24AP-269 (collectively, the “**Action**”), and the Firm has consented to provide those services. The Action was brought pursuant to Ohio Revised Code § 1707.043 (Ohio’s Anti-Greenmail Statute) by Plaintiff-Appellant, Corpus Christi Firefighter’s Retirement System. While Debtors are not currently a party to such Action, any recovery in the Action will inure to the benefit of the estate of debtor and debtor-in-possession Big Lots, Inc.

3. Pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure, the Firm hereby confirms that, to the best of its knowledge and belief, the Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the Debtors or to the Chapter 11 Cases, for persons that are claimants or other parties in interest in the Chapter 11 Cases. In addition, the Firm has represented and rendered legal advice regarding the Chapter 11 Cases to creditor Surge Staffing, an unsecured creditor of debtor and debtor-in-possession, Big Lots, Inc. Other than that engagement for Surge Staffing, the Firm does not perform services for any other such person in connection with the Chapter 11 Cases.

4. Neither I nor any partner or associate of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

5. Neither I nor any partner or associate of the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than the partners and associates of the Firm.

6. As of September 9, 2024 (the “Petition Date”) the Debtors owe the Firm \$12,739.70 for: (A) fees in the amount of \$11,352.50 for prepetition services, and (B) reimbursement of expenses in the amount of \$1,387.20, the payment of which is subject to the limitations contained in the Bankruptcy Code. The Firm understands that it must file a proof of claim for such fees and expenses unless the amount thereof is properly listed in the Debtors’ schedules of liabilities and is not designated therein as contingent, unliquidated, or disputed.

7. The Firm is not party to an indemnification agreement with the Debtors.

8. The Firm reviewed its connections to, if any, the key parties-in-interest provided on **Exhibit 1**. The Firm is conducting further inquiries regarding its retention by creditors of the Debtors and, upon conclusion of that inquiry or at any time during the period of its employment, if the Firm should discover any facts bearing on the matter described herein, the Firm will supplement the information contained in this declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this declaration was executed on November 12, 2024.

[remainder of page blank – signature page to follow]

Dated: November 12, 2024.

Respectfully submitted,



---

Sean A. Gordon  
GA Bar No. 777350  
THOMPSON HINE LLP  
Two Alliance Center,  
3560 Lenox Road Suite 1600  
Atlanta, Georgia 30326-4266  
Phone: 404.407.3678  
Fax: 404.541.2905  
Sean.Gordon@ThompsonHine.com